



S.A. AANANDAN MILL LIMITED

REGISTERED OFFICE

100, Srivilliputhur Road, Padikasuvaithanpatti Village, Mamsapuram, Rajapalayam, Virudhunagar District,
Tamil Nadu 626110, India

TEL NO: +91 4563 233100

EMAIL: accounts@saaindia.com

POLICY ON RELATED PARTY TRANSACTIONS

Whistle Blower Policy

<p>Policy</p>	<p>S.A.Aanandan Mill Limited (The Company) believes in conducting its business in a fair and transparent manner, by adopting high standards of professionalism, integrity and ethical behaviour. Towards this end, the Company has adopted the Code of Business Practices (“The Code”), which lays down the principles and standards that should govern the actions of the Company and its employees; and gives practical guidance to facilitate implementation of the Code at the workplace.</p> <p>SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides for a mandatory requirement for all listed companies to establish a mechanism called ‘Whistle blower Policy’ for Stakeholders to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.</p> <p>This policy shall come into effect from October 15, 2022.</p>
<p>Objective</p>	<p>This Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for Directors, Employees, Customers and Vendors of the Company to report violations and assures them of the process that will be followed to address the reported violation.</p>
<p>Definition</p>	<p>“Board or Board of Directors” shall mean the board of directors of the Company, as constituted from time to time</p> <p>“Director” shall mean a member of the Board of the Company</p> <p>“Employee” shall mean all persons employed by the Company and shall include secondees and persons employed for a temporary purpose or period, or on a temporary basis.</p> <p>“Generally Available Information” means information that is accessible to the public on a non-discriminatory basis, and “Generally Available” will be construed accordingly.</p> <p>“Key Managerial Personnel” shall have the meaning assigned to it in Section 2(51) of the Companies Act, 2013, as amended or modified.</p> <p>“Policy” shall mean this Whistle Blower Policy of the Company</p> <p>“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.</p> <p>“Unpublished Price Sensitive Information” or ‘UPSI’ means any information, relating to the Company or its Securities, directly or indirectly, that is not Generally Available, which upon becoming generally available, is likely to materially affect the price of securities of the Company and shall ordinarily</p>

	<p>ordinarily include but not be restricted to, information relating to the following:</p> <ol style="list-style-type: none"> 1. Financial results 2.. Dividends/Bonus 3. Change in capital structure. 4. Mergers, De-mergers, Acquisitions, Delisting's, Disposals and Expansion of business and such other transactions; and 5. Changes in Key Managerial Personnel
Scope	The Policy also lays down the procedures to be followed by Senior Management for tracking of complaints, giving feedback, conducting investigations and taking disciplinary actions. It also provides assurances and guidelines on confidentiality of the reporting process and protection from reprisal to complainants
Coverage	All Directors, Employees, Customers and Vendors of the Company.
<p>Main Features</p> <p>Improper Practice</p>	<p>The Policy is intended to cover genuine and serious concerns that could have a large impact on the Company, such as actions (actual or suspected) that may lead to:</p> <ol style="list-style-type: none"> (1) Fraud and misconduct regarding financial and accounting matters (2) Embezzlement/theft (3) Falsification of contracts, complaints and records, including employment & education records (4) Corruption (5) Conflict of interests (6) Misuse of THE COMPANY's assets and resources (7) Unfair treatment of Customers/ Vendors (8) Securities related violations including insider trading (9) Violation of anti-competition and anti-trust laws (10) Misconduct regarding the protection of the environment or compromise of health & safety (11) Sexual Harassment of any kind (12) Unfair Employment practices (13) Leak or suspected leak of unpublished price sensitive information
Complainant (Whistle-blower)	<p>A Director/ Employee/ Customer/ Vendor making a complaint/ referral under this Policy is commonly referred to as a Complainant (Whistle- blower). The Complainant's role is as a reporting party. He/she is not an investigator. Complainants must not act on their own in any investigative activities, nor will they have a right to participate in any investigation other than as requested by Ombudsperson or Investigation team.</p> <p>Although the Complainant is not expected to prove the truth of an allegation, the Complainant needs to reasonably demonstrate to the Ombudsperson, that there are sufficient grounds for concern.</p> <p>It is expected that a complainant acts responsibly and must be conscious that a complaint about employees of the Company or any aspect in relation to the</p>

	<p>Company may result in decisions that affect employees of the Company and other third parties involved in the relevant incident. Hence, it is essential, that complainants must provide only information that, to the best of their knowledge, is accurate and supported by evidence.</p>
<p>Safeguards</p>	<p>Harassment or Victimisation and Protection</p> <p>The complainant will not suffer any detriment by any Company actions by virtue of his/her having reported a violation using a mechanism under this Policy (<i>unless</i> it is reasonably evident that the reporting was frivolous or malicious).</p> <p>The Company, as a policy, takes a serious view of any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against the complainant. Complete protection is, therefore, assured to complainants against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or similar actions including any direct or indirect use of authority to adversely impact the complainant’s right to continue to perform his/her duties/functions including the complainant making further disclosures of concerns/misconduct. However, the Policy does not exonerate, override, reinstate or add to any other contractual rights/obligations that the complainant may have with the Company.</p> <p>Confidentiality & Data Protection</p> <p>Every effort will be made to strictly protect the Complainant’s identity, subject to legal constraints, by all persons who are involved in handling the complaint and those who receive any information in relation to such Complaint.</p> <p>For the purpose of processing complaints, conducting of investigations and to initiate sanctions, the personal data and information of the complainant may have to be shared with other internal departments of the Company, including its subsidiaries, external investigative agencies, legal counsels and law enforcement agencies for investigations, remedial actions and sanctions, as necessary.</p> <p>The relevant bodies that receive and process personal data comprised in the complaint/concern and other investigation material can be located in various geographies that may have different levels of data protection as compared to the country from where the complainant is reporting. The Company will however endeavor that data transfers are adequately protected as per the local laws applicable to such geography.</p>

	<p>Anonymous Allegations</p> <p>Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously <u>will not be usually investigated</u>, but subject to the seriousness of the issue raised, the Ombudsperson can initiate an investigation independently.</p> <p>In case where Ombudsperson feels it is necessary to track and identify the anonymous complainant, the identity and information of the anonymous complainant shall not be disclosed by the Investigating Authority, to other people involved in the investigation process or other external Agencies, as required by law; or to such persons authorized by the complainant.</p> <p>Malicious/ Frivolous Allegations</p> <p>Malicious, frivolous or baseless allegations by Employees or Directors will result in disciplinary action against such Employee or Directors.</p>
Ombudsperson	<p>In case of complaints by or against Employees, customers and vendors, the Ombudsperson will be a person, including a full-time senior employee, well respected for his/her integrity, independence and fairness, who will report directly to the Audit Committee in relation to any matters under this Policy. S/he would be authorised by the Board of the Company for the purpose of receiving all complaints under this Policy and supervising the investigation and ensuring appropriate action.</p> <p>In appropriate / exceptional cases, direct access to the Chairman of the Audit Committee will be permitted subject to approval of the Ombudsperson.</p> <p>In case of complaints by or against Directors, the Ombudsperson will be the Chairperson of the Audit Committee of the Board.</p> <p>In case the Complainant has reason to believe that the relevant Ombudsperson is involved in the suspected violation, the complaint may be made directly to the Chairman of the Audit Committee, or to the Board.</p>
Reporting of complaint	<p>The whistle blowing procedure is intended to be used for genuine, serious and sensitive issues. Only genuine and serious concerns of the nature set out in this Policy should be reported to the concerned Ombudsperson.</p> <p>Annexure I provides the necessary contact details of the concerned Ombudsperson. In line with the objectives of the policy, routine grievances from customers/vendors shall be dealt with by the customer/vendor grievance mechanism of the Company and shall not be covered under this policy. With respect to referrals from customer/vendors, those alleging corruption charges and reputational risks will be dealt with under the policy.</p>

<p>Investigation Process</p>	<p>All complaints received will be recorded and looked into.</p> <p>If initial enquiries by the Ombudsperson indicate reasonably that the concern has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at this stage by the concerned Ombudsperson and the decision shall be documented by him/her.</p> <p>It is clarified that if the complaint received is in relation to an Improper Practice that involves leakage of Unpublished Price Sensitive Information, the complaint shall be forwarded to the Chief Investor Relations Officer under the UPSI Leak Inquiry Procedure Policy, and shall be investigated under that policy in accordance with its terms. However, the Ombudsperson must work with the Chief Investor Relations Officer, the Inquiry Committee and the Compliance Officer under the UPSI Leak Inquiry Procedure Policy to ensure that the protections available to the Complainant (and penal provisions applicable to malicious/frivolous allegations) under this policy continue to be available/applicable (as the case may be).</p> <p>Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a committee nominated by the Ombudsperson for this purpose ("Committee"). The Committee shall consist of persons who meet the criteria of independence and fairness and who do not have a conflict of interest in the investigation. The investigation would be conducted in a fair manner, as a neutral fact finding process and without presumption of guilt.</p> <p>A written report of the findings would be made.</p> <p>In case of absence or unavailability of the Ombudsperson, the Board may authorize a person to carry out the functions and responsibilities of the Ombudsperson.</p>
<p>Investigation Result</p>	<p>Based on a thorough examination of the findings, the Committee (or Ombudsperson) would submit the report of finding and recommend an appropriate course of action to the Managing Director or the Audit Committee of the Company in case of complaints by or against Employees, Customers and Vendors; to Audit Committee of the Board in case of complaints by or against Directors.</p> <p>The said recommendation will be based on the internal whistle-blower process of the Company, involving reference to the Company Secretary and co-ordination with the respective functional / business heads of the Company.</p> <p>Where an Improper Practice is proved, this would cover suggested disciplinary action, including dismissal, if applicable, as well as preventive measures for the future. All discussions would be minuted and the final report will be prepared, setting out the facts, evidence, observations and discussions in relation to the complaint and the investigation.</p>

Investigation Subject	<p>The investigation subject is the person / group of persons who are the focus of the enquiry / investigation, against whom the complaint has been made.</p> <p>Their identity would be kept confidential to the extent possible, subject to legal constraints, by all persons who are involved in handling the complaint and those who receive any information in relation to such complaint.</p> <p>No allegation of wrongdoing / misconduct against the Investigation subject shall be considered as maintainable, unless there is adequate objective evidence in support of the allegation.</p>
Reporting by Ombudsperson	<p>In case of complaints by or against Employees or Directors, the Ombudsperson will provide quarterly reports to the Audit Committee.</p> <p>Such reports shall include details of any malicious, frivolous or baseless complaints made by any Employee or Director.</p>
Communication with Complainant	<p>The Complainant will receive an acknowledgement on receipt of the concern by the Ombudsperson.</p> <p>The amount of contact between the Complainant and the body investigating the concern will depend on the nature of the issue and the clarity of information provided.</p> <p>Further information may be sought from him/her.</p> <p>Subject to legal constraints, he / she will receive information about the outcome of any investigations.</p>
Changes to Policy	<p>Subject to applicable law, this Policy can be changed, modified, rescinded or abrogated at any time by the Company.</p>
Ombudsperson	<ol style="list-style-type: none"> 1. Ensure that the Policy is being implemented. 2. Ascertain the credibility of the charge or complaint, based on the facts set out in the complaint and a reasonably conducted preliminary investigation and enquiry. If such initial enquiry reasonably indicates further investigation is not required, close the issue. 3. In case of complaint received in relation to an Improper Practice that involves leakage of Unpublished Price Sensitive Information, to undertake the specific actions set forth under the head "Investigation" above (and to that extent, the duties relating to investigation under the policy shall not be applicable) 4. Document all complaints, enquiries and the steps taken to address the complaint. 5. Where further investigation is indicated carry this through, appointing a

	<p>Committee if necessary.</p> <p>6. Provide quarterly reports to the Audit Committee of the Company</p> <p>7. Acknowledge receipt of concern to the Complainant, thanking him/her for initiative taken in upholding the Company's business conduct standards.</p> <p>Ensure that necessary safeguards are provided to the Complainant to protect him/ her from any retaliation, harassment and victimisation.</p>
Ombudsperson/ Committee	<ol style="list-style-type: none"> 1. Conduct the enquiry in a fair, unbiased manner. 2. Ensure complete fact-finding. 3. Maintain strict confidentiality. 4. Document the investigation thoroughly, including all facts, evidences, discussions and finding, including whether an Improper Practice has been committed and if so by whom. 5. Recommend an appropriate course of action to the Audit Committee - suggested disciplinary action, including dismissal, and preventive measures and other appropriate measures. 6. Minute Committee deliberations and document the final report. 7. Table the quarterly reports with the Audit Committee.
Chief Executive Officer (CEO) / Managing Director (MD)	<ol style="list-style-type: none"> 1. Table the quarterly reports from the Ombudsperson with the Audit Committee. 2. Ensure necessary action on recommendations of the Ombudsperson / Committee. 3. Ensure that necessary steps are taken such that Employees are aware of this Policy.
Investigation Subject	<ol style="list-style-type: none"> 1. Provide full co-operation to the Investigation team. 2. Be informed of the outcome of the investigation. 3. Accept the decision of the Ombudsperson. 4. Maintain strict confidentiality.

Conflict of Interest	In case the Ombudsperson or members of the Committee or the Panel or the Board have any conflict of interest, with respect to the complaint, the Complainant or the persons named in the complaint, such persons shall recuse themselves from the investigation, hearing and decision making on the said complaint. Such persons will in no way attempt to influence the process of the investigation, hearing and decision making on the said complaint, failing which they may also face disciplinary action, including suspension or termination.
Action for Implementation	<p>a) This Policy is also explained on the Company’s website www.saaindia.com.</p> <p>b) It will be the sole responsibility of every Employee to adhere to this Policy.</p> <p>c) All HR Managers, are requested to please :</p> <ul style="list-style-type: none"> i. Keep a track of Employees joining and leaving; and, include a copy of this Policy and Code in the Induction Kit of Employees joining at every the Company location. ii. To achieve maximum dissemination of the Policy to all Employees, ensure that the Policy be sent to all Employees to their official email IDs; and also display a copy of the Policy on your Notice Boards and Bulletin Boards. <p>Co-ordinate with their IT Managers, to upload the Policy and Code on the Intranets of each location.</p>

Ombudsperson Contact Details**For complaints by or against Directors**

Ombudsperson	Chairman of the Audit Committee
Address	100, Srivilliputhur Road Padikasuvaithanpatti Village Mamsapuram Rajapalayam 626 110 Virudhunagar District
E-mail:	csask@saaindia.com

For Employees, Customers & Vendors

Ombudsperson	Mrs. P Vijayalakshmi Chief Executive Officer
Address	100, Srivilliputhur Road Padikasuvaithanpatti Village Mamsapuram Rajapalayam 626 110 Virudhunagar District
E-mail:	csask@saaindia.com

